

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Green Zebra International Corp.**

A Nevada Corporation

25422 Trabuco

Suite 105-275

Lake Forest, CA 92630

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949-522-5714

[customer\\_support@greenzebra.com](mailto:customer_support@greenzebra.com)

7375

### **Quarterly Report**

**For the Period Ending: March 31, 2019**  
(the "Reporting Period")

As of May 13, 2019, the number of shares outstanding of our Common Stock was:

939,772,670

As of March 31, 2019, the number of shares outstanding of our Common Stock was:

939,772,670

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐No: ☒**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

NanoSensors, Inc. – 12/23/2003 – 1/25/2018

Agura, Inc. 1/25/2018 – 2/16/2018

NanoSensors, Inc. 2/16/2018 - 11/21/2018

Green Zebra International Corp. 11/21/2018 – to present

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada – 12/23/2003

Active

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐No: ☒**2) Security Information**

Trading symbol:	<u>GZIC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>39355V 100</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	<u>1,100,000,000</u>	as of date: <u>May 13, 2019</u>
Total shares outstanding:	<u>939,772,670</u>	as of date: <u>May 13, 2019</u>
Number of shares in the Public Float <sup>2</sup> :	<u>300,281,472</u>	as of date: <u>May 13, 2019</u>
Total number of shareholders of record:	<u>112</u>	as of date: <u>May 13, 2019</u>

*Additional class of securities (if any):*

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Special Series A Preferred Stock</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$0.004</u>
Total shares authorized:	<u>10,000,000</u> as of date: <u>May 13, 2016</u>
Total shares outstanding:	<u>5,000,000</u> as of date: <u>May 13, 2016</u>

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Special Series B Preferred Stock</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>1</u> as of date: <u>May 13, 2016</u>
Total shares outstanding:	<u>1</u> as of date: <u>May 13, 2016</u>

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

### Transfer Agent

Name: Continental Stock Transfer & Trust Company  
Phone: 212-509-4000  
Email: [cstmail@continentalstock.com](mailto:cstmail@continentalstock.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On November 19, 2018, Mr. Coleman Smith, the sole owner of Green Zebra Media Corp, ("GZMC"), a Delaware corporation, and the controlling shareholder of the Company exchanged 51% of the issued and outstanding shares of GZMC for 5,000,000 shares of Series A Preferred Stock and 1 share of Series B Preferred Stock of the Company. The transaction was accounted for as a reverse acquisition (Note 3), and upon conclusion, GZMC became a controlled subsidiary of the Company. During November 2018, the Company changed its fiscal year end from November 30 to December 31 in order to be in line with the fiscal year end of its operating subsidiary.

GZMC is company involved in innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. Our services include investment sponsorship programs to assist monetization solutions for Cities, Sport Stadiums, Airports, College Campuses, and businesses that are preparing and implementing smart solutions to connect user communities.

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<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of January 1, 2017:	<u>Opening Balance:</u> Common: <u>439,772,670</u> Preferred: <u>0</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>May 30, 2017</u>	<u>New Issuance</u>	<u>500,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Terrance J. Flowers</u>	<u>Cash payment of \$5,000</u>	<u>Restricted</u>	Reg D, Rule 504
<u>November 19, 2018</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Special 2018 Series A Preferred Stock</u>	<u>\$0.004</u>	<u>N/A</u>	<u>William Coleman Smith</u>	<u>For acquisition of controlled subsidiary</u>	<u>N/A</u>	Reg D, Rule 504
<u>November 19, 2018</u>	<u>New Issuance</u>	<u>1</u>	<u>Special 2018 Series B Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>William Coleman Smith</u>	<u>For acquisition of controlled subsidiary</u>	<u>N/A</u>	Reg D, Rule 504
Shares Outstanding on March 31, 2019:	<u>Ending Balance:</u> Common: <u>939,772,670</u> Preferred: <u>5,000,001</u>								

#### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Li Shen**  
Title: **CGA**  
Relationship to Issuer: **Accountant**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

**A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations"):**

Green Zebra International Corp. ("GREEN ZEBRA") and its operating subsidiary are involved in innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. Our services include investment sponsorship programs to assist monetization solutions for Cities, Sport Stadiums, Airports, College Campuses, and businesses that are preparing and implementing smart solutions to connect user communities. Green Zebra Wireless Technology products and services include proprietary and licensed technology solutions.

The mission of Green Zebra management is to become one of the largest providers of private WiFi media networks by leveraging investment sponsors to subsidize and monetize community centric venues. GREEN ZEBRA offers digital marketing solutions, investment sponsorships and IT networking expertise to expedite the communication process for all stakeholders. Our telecommunication, wireless and agency partners allow us to expand our reach, capabilities and resources.

GREEN ZEBRA provides state-of-the art WiFi Media Platform (hardware and software) to monetize and scale to any size venue and/or audience. Our engineering team works with the customer's IT engineering team to install GZ platforms. If no Venue IT team available GZ will provide an engineering team to install the wifi media platform to the venue WiFi network.

GREEN ZEBRA provides WiFi monetization hardware (GZ Media hub) that connects to the customer's WiFi network system. Every GZ Media hub is embedded with GZ software to create monetization and communication solutions. This capability transforms a single location into a powerful, media-rich communications hub through out the venue. This GZ Media Hub platform creates user engagement when users access wifi.

GREEN ZEBRA enables digital media networks to empower businesses, secure communities and enable mobile users with innovative wireless media technology. The GREEN ZEBRA WiFi Monetization Solution can be provided as a cloud or on-prem solution.

In addition, GREEN ZEBRA will market wifi sponsorship opportunities for client's wifi media networks by the provision of wifi marketing strategy, planning, and implementation services, wifi brand & user engagement solutions, digital marketing and design services, wifi communication software and wifi ad servers.

GREEN ZEBRA also has exclusive reseller agreements for their hardware and services with several countries. These agreements have been extended while GREEN ZEBRA has developed its technologies.

GREEN ZEBRA plans to roll up several complementary companies in the wireless, wifi security IoT and digital marketing sectors.

**B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference**

Green Zebra Media Corp. is the Company's 51% controlled subsidiary. Refer to 5(A) above.  
25422 Trabuco, Lake Forest, CA 92630, (949) 522-5714, [customer\\_support@greenzebra.com](mailto:customer_support@greenzebra.com)

C. Describe the issuers' principal products or services, and their markets

Products or Services -- Wireless IT Networking Hardware & Software, Wireless IT Manages Services, Wireless networking Monetization and wifi monetization application technology and Venue Sponsorship & Digital Marketing Managed Services.

Market – Smart Cities, College Campuses, Sports Stadiums and Airports.

**6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Issuer is presently using office space occupied by a company owned by William Coleman Smith, President of the Issuer. Up to the date of filing, no rent has been charged. This arrangement could be revisited in the future.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

None

**7) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>William Coleman Smith</u>	<u>President, Secretary, Treasurer, sole Director and Owner of more than 5%</u>	<u>25422 Trabuco Lake Forest, CA 92630</u>	<u>500,000,000</u>	<u>Common Stock</u>	<u>53.2%</u>	
<u>William Coleman Smith</u>	<u>President, Secretary, Treasurer, sole Director and Owner of more than 5</u>	<u>25422 Trabuco Lake Forest, CA 92630</u>	<u>5,000,000</u>	<u>Special 2018 Series A Preferred Stock</u>	<u>100%</u>	<u>Issued in connection with Share Exchange Agt to acquire controlling position in Green Zebra Media Corp.</u>
<u>William Coleman Smith</u>	<u>President, Secretary, Treasurer, sole Director and Owner of more than 5</u>	<u>25422 Trabuco Lake Forest, CA 92630</u>	<u>1</u>	<u>Special 2018 Series B Preferred Stock</u>	<u>100%</u>	<u>Issued in connection with Share Exchange Agt to acquire controlling position in Green Zebra Media Corp.</u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties



thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: W. Scott Lawler  
Firm: Booth Udall Fuller, PLC  
Address 1: 1255 W. Rio Salado Pkwy.  
Address 2: Suite 215  
Phone: 480-830-2700  
Email: wsf@boothudall.com

### Accountant or Auditor

Name: Li Shen, CGA  
Firm: The Accounting Connection  
Address 1: 145-251 Midpark Blvd. S.E.  
Address 2: Calgary, Alberta T2X 1S3  
Phone: 403-693-8004  
Email: [support@theaccountingconnection.com](mailto:support@theaccountingconnection.com)

## 10) Issuer Certification

*Principal Executive Officer and Principal Financial Officer:*

I, William Coleman Smith certify that:

1. I have reviewed this quarterly disclosure statement of Green Zebra International Corp. for the quarter ended March 31, 2019;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 17, 2019

/s/ William Coleman Smith  
CEO and CFO

**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

For the Three Months ended March 31, 2019 and 2018  
(Unaudited)

(Stated in US Dollars)

## NOTE TO READER

The condensed consolidated financial statements of Green Zebra International Corp. (f/k/a NanoSensors, Inc.) (the “Company”) attached hereto are management prepared and have not been reviewed by an independent public accountant.

On November 19, 2018, Mr. Coleman Smith, the sole owner of Green Zebra Media Corp, (“GZMC”), a Delaware corporation, and the controlling shareholder of the Company exchanged 51% of the issued and outstanding shares of GZMC for 5,000,000 shares of Series A Preferred Stock and 1 share of Series B Preferred Stock of the Company. The transaction was accounted for as a reverse acquisition (Note 3), and upon conclusion, GZMC became a controlled subsidiary of the Company. During November 2018, the Company changed its fiscal year end from November 30 to December 31 in order to be in line with the fiscal year end of its operating subsidiary.

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**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	March 31, 2019	December 31, 2018
<b>ASSETS</b>		
Current assets		
Cash	\$ 16,980	\$ 27
Accounts receivable	16,464	-
Prepaid expenses	25,812	28,090
Total current assets	59,256	28,117
Property and equipment, net	2,260	2,987
<b>TOTAL ASSETS</b>	<b>\$ 61,516</b>	<b>\$ 31,104</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Overdraft bank	\$ -	\$ 960
Accounts payable and accrued expenses	258	34,760
Advances payable	50,000	-
Related party payables	817,866	714,187
Deferred income (Note 6)	25,000	25,000
Short term loan	3,767	3,767
Total current liabilities	896,891	778,674
Total liabilities	896,891	778,674
Stockholders' deficit		
Series A Preferred stock, \$0.004 par value, 10,000,000 shares authorized, 5,000,000 and 0 shares issued and outstanding as at March 31, 2019 and December 31, 2018, respectively	20,000	20,000
Series B Preferred stock, \$0.001 par value, 1 share authorized, 1 and 0 shares issued and outstanding as at March 31, 2019 and December 31, 2018, respectively		-
Common stock, \$0.001 par value, 1,100,000,000 shares authorized, 939,772,670 shares issued and outstanding as at March 31, 2019 and December 31, 2018	939,773	939,773
Additional paid in capital, common, and deferred compensation	(1,052,700)	(1,052,700)
Accumulated deficit	(424,440)	(350,815)
Noncontrolling interest	(318,008)	(303,828)
Total stockholders' deficit	(835,375)	(747,570)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 61,516</b>	<b>\$ 31,104</b>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	For the Three Months ended March 31,	
	2019	2018
<b>Net revenues</b>	<u>\$ 25,372</u>	<u>\$ 96,648</u>
<b>Operating expenses</b>		
Cost of revenues	2,818	37,716
General and administrative	64,500	45,635
Professional fees	15,133	-
Management fees	30,000	30,000
Depreciation, amortization and impairment	<u>727</u>	<u>727</u>
Total operating expenses	<u>113,177</u>	<u>114,078</u>
Income (Loss) from operations	(87,805)	(17,430)
Interest expense	-	(5,363)
<b>Net income (loss)</b>	<u>\$ (87,805)</u>	<u>\$ (22,792)</u>
Less: net income (loss) attributable to Noncontrolling interest	(14,180)	-
Net income (loss) attributable to Green Zebra International Corp.	<u>\$ (73,625)</u>	<u>\$ -</u>
<b>Basic and diluted net loss per common share</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
<b>Weighted average shares used in completing basic and diluted net loss per common share</b>	939,772,670	939,772,670

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
(Unaudited)

	Series A		Series B		Common Stock		Additional	Accumulated	Noncontrolling	Total
	Preferred	Stock	Preferred	Stock	Shares	Amount	Paid in	Deficit	Interest	Shareholders'
	Shares	Amount	Shares	Amount			Capital			Deficit
<b>Balance, December 31, 2017</b>	-	\$ -	-	\$ -	939,772,670	\$ 939,773	\$ (939,772 )	\$ (474,808 )	\$ -	\$ (474,807)
Net income (loss)								(22,792)		(22,792)
<b>Balance, March 31, 2018</b>					939,772,670	\$ 939,773	\$ (939,772)	\$ (497,600)	\$	\$ (497,599)
<b>Balance December 31, 2018</b>	5,000,000	\$ 20,000	1	\$ -	939,772,670	\$ 939,773	\$ (1,052,700)	\$ (350,815)	\$ (303,828)	\$ (747,570)
Net income (loss)	-	\$ -	-	\$ -	-	\$ -	-	\$ (73,625)	\$ (14,180)	\$ (87,805)
<b>Balance, March 31, 2019</b>	<u>5,000,000</u>	<u>\$ 20,000</u>	<u>1</u>	<u>\$ -</u>	<u>939,772,670</u>	<u>\$ 939,773</u>	<u>\$ (1,052,700)</u>	<u>\$ (424,440)</u>	<u>\$ (318,008)</u>	<u>\$ (835,375)</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	For the Three Months Ended March 31,	
	2019	2018
<b>Cash flows from operating activities:</b>		
Net loss	\$ (87,805)	\$ (22,792)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation	727	727
<b>Changes in operating assets and liabilities:</b>		
Decrease (increase) accounts receivable	(16,464)	(11,922)
Prepaid expenses	2,278	2,278
Increase (decrease) in accounts payable and accrued expenses	(34,502)	(6,753)
Increase (decrease) in advances payable	50,000	-
Increase (decrease) in related party payables	103,679	16,161
Net cash used in operating activities	<u>17,913</u>	<u>(22,302)</u>
<b>Cash flows from financing activities:</b>		
Overdraft bank	(960)	-
Notes payable	-	17,288
Net cash provided by financing activities	<u>(960)</u>	<u>17,288</u>
Net increase (decrease) in cash	16,953	(5,014)
Cash-beginning of period	27	16,836
Cash-end of period	<u>\$ 16,980</u>	<u>\$ 11,821</u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS**

**Description of Business:**

***Historical Information:***

The Company was incorporated under the laws of the State of Nevada on December 23, 2003 with authorized common stock of 500,000,000 shares at \$.001 par value. The Company effected a 10:1 stock split as of January 5, 2006. All share and per share information presented herein for the periods prior to this date have been restated to give effect to this stock split as if the split occurred at the date of inception. On January 12, 2006, the Company further authorized 20,000,000 shares of Preferred Stock at \$.001 par value. On December 13, 2006, the Company increased its authorized common shares from 500,000,000 to 950,000,000 common shares, \$.001 par value.

The Company was originally organized for the purpose of developing and marketing sensors to detect explosives, chemicals and biological agents. However, in September 2007 the board of directors decided to cease further operations and to redeploy the Company's remaining assets. The Company subsequently identified a merger candidate and entered into a Merger Agreement. The intent of the Company was to have Cuchulainn become a wholly-owned subsidiary of NanoSensors and to adopt the business plan of Cuchulainn for its' licensed technology and other intellectual property in order for it to operate an online-based video console game wagering service.

On February 11, 2008, the Company filed a certificate of designation whereby it designated 10,000 shares of its Preferred Stock into Series A Convertible Preferred Stock valued at \$62.00 per share in order to complete the merger and issued the 10,000 shares of Series A Convertible Preferred Stock pursuant to the merger. On January 17, 2008, the Company completed its acquisition of Cuchulainn, a privately held Panamanian corporation, through the merger of Cuchulainn with and into the wholly-owned subsidiary of Cuchulainn. The Merger Agreement contemplated that subsequent to the closing of the Merger, the Board of Directors would consider and approve, and submit to the stockholders of NanoSensors for their approval (i) an amendment to its Articles of Incorporation, as amended (the "Articles"), so as to effect a 1-for-100 reverse stock split of NanoSensors Common Stock ("Reverse Split"), which will have the effect of decreasing the number of issued and outstanding shares of NanoSensors Common Stock, after conversion of the NanoSensors Preferred Shares, to 24,178,634 shares and (ii) a reduction in the authorized shares of NanoSensors Common Stock from 950,000,000 to 450,000,000 (the "Reduction of Authorized Shares"). The number of authorized shares of NanoSensors Preferred Stock would remain at 20,000,000. The Reverse Split and Reduction of Authorized Shares were expected to be completed in the fourth calendar quarter of 2008 after the acquisition of a second corporation The Gaming Network AG. On May 9, 2008, the Company signed a letter of intent to acquire all of the issued and outstanding shares of The Gaming Network, A.G. a privately owned Panamanian corporation. In 2008, the Company received notice that The Gaming Network, A.G. did not intend to proceed with the merger. As the Company did not have sufficient capital to continue operations the Board of Directors determined that the Company would cease all operations and terminate its business. The Board of Directors had further determined to seek shareholder approval for the dissolution and winding up of the Company, however, this action never took place. On November 14, 2008, the Company filed a Form 8K advising that the Company had terminated its current business operations and was positioned as a shell company.

On February 27, 2009, the Company filed a Certification and Notice of Termination of Registration Under Section 12(g) of the Securities Exchange Act of 1934 on Form 15 terminating the registration of its shares of Common Stock under the Securities Exchange Act of 1934. The Company ceased all filings and the Company was struck by the Nevada Secretary of State for delinquent filings.



**GREEN ZEBRA INTERNATIONAL CORP.**  
**(Formerly NanoSensors, Inc.)**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS (continued)**

**Description of Business:**

***Historical Information (continued)***

On August 18, 2016, a court order was executed by a District Court Judge in Nevada granting the application of Barton Hollow, LLC, a shareholder of the Company, to become the custodian of the Company and to reinstate the Company, settle its debts and take any other actions as approved by the court on behalf of the shareholders of the Company.

The custodian appointed Orlando Jones to the Board of directors of the Company on August 31, 2016. Attempts were made to contact all of the creditors of the Company, and subsequently all of the remaining assets and liabilities of the Company at December 31, 2015 were written down.

On February 22, 2017, the Company filed amended and restated articles increasing the authorized shares of common stock of the Company to 970,000,000 shares, \$0.001 par value. The amended articles did not include the authorization of any preferred shares.

On May 30, 2017, the Company issued a total of 500,000,000 shares to Terrance Flowers, representing 53% of the total issued and outstanding shares of the Company. As a result, Mr. Flowers became the controlling shareholder of the Company.

On January 25, 2018, the Company filed for a name change which it revoked on February 16, 2018.

On July 9, 2018, Mr. Coleman Smith was appointed to the Board of Directors of the Company and as President, Secretary and Treasurer of the Company. Concurrently, Mr. Terrance Flowers resigned as a director and officer of the Company. In a private transaction, Mr. Smith acquired 500,000,000 shares of the Company's common stock from Mr. Flowers for total consideration of \$15,000 and became the Company's controlling shareholder.

***Current Information:***

On October 4, 2018, the Company filed amended and restated articles of incorporation to increase the number of shares of Common Stock to 1,100,000,000 with a par value of \$0.001 and to designate 10,000,000 shares of Series A Preferred Stock, par value \$0.004 and 1 share of Series B Preferred Stock, par value \$.001. The shares of Series A Preferred Stock are convertible into shares of Common Stock on the basis of 10 shares of Common Stock for every 1 share of Series A Preferred Stock and have voting rights of one vote for each share of Series A Preferred Stock held. The Series B Preferred Stock is not convertible but has voting rights granting the holder 51% of all votes (including common and preferred stock) entitled to vote at any meeting of the stockholders of the Company. Neither the Series A or Series B Preferred Stock holders have any rights to dividends or proceeds of the assets of the Company upon any liquidation or winding up of the Company.

On November 19, 2018, Mr. Coleman Smith, the sole owner of Green Zebra Media Corp, ("GZMC"), a Delaware corporation, and the controlling shareholder of the Company exchanged 51% of the issued and outstanding shares of GZMC for 5,000,000 shares of Series A Preferred Stock and 1 share of Series B Preferred Stock of the Company. The transaction was accounted for as a reverse acquisition (Note 3), and upon conclusion, GZMC became a controlled subsidiary of the Company. During November 2018, the Company changed its fiscal year end from November 30 to December 31 in order to be in line with the fiscal year end of its operating subsidiary. In applying the principles of reverse acquisition accounting, these unaudited consolidated financial statements have been presented as a continuation of the business of GZMC and the Company (the "Group"), as if the Company had always owned GZMC. The consolidated share capital of the Group reflects the share capital of the Company, adjusted for movements in the share capital and reserves until the impact of the Share Exchange.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS (continued)**

**Description of Business:**

***Current Information: (continued)***

GZMC is company involved in innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. Our services include investment sponsorship programs to assist monetization solutions for Cities, Sport Stadiums, Airports, College Campuses, and businesses that are preparing and implementing smart solutions to connect user communities. Green Zebra Wireless Technology products and services include proprietary and licensed technology solutions.

The mission of GZMC management is to become one of the largest providers of private WiFi media networks by leveraging investment sponsors to subsidize and monetize community centric venues. GZMC offers digital marketingsolutions, investment sponsorships and IT networking expertise to expedite the communication process for all stakeholders. Our telecommunication, wireless and agency partners allow us to expand our reach, capabilities and resources.

GZMC provides state-of-the art WiFi Media Platform (hardware and software) to monetize and scale to any size venue and/or audience. Our engineering team works with the customer's IT engineering team to install GZ platforms. If no Venue IT team available GZ will provide an engineering team to install the wifi media platform to the venue WiFi network. GZMC provides WiFi monetization hardware (GZ Media hub) that connects to the customer's WiFi network system. Every GZ Media hub is embedded with GZ software to create monetization and communication solutions. This capability transforms a single location into a powerful, media-rich communications hub through out the venue. This GZ Media Hub platform creates user engagement when users access wifi.

GZMC enables digital media networks to empower businesses, secure communities and enable mobile users with innovative wireless media technology. The GZMC WiFi Monetization Solution can be provided as a cloud or on-prem solution.

In addition, GZMC will market wifi sponsorship opportunities for client's wifi media networks by the provision of wifi marketing strategy, planning, and implementation services, wifi brand & user engagement solutions, digital marketing and design services, wifi communication software and wifi ad servers.

Currently, GZMC is finalizing a number of contracts with various airports across the United States and expects to commence the provision of services, under contract, to these clients during fiscal 2019.

Further, GZMC has a master agreement with CenturyTel Service Group LLC to supply on a non-exclusive basis, wireless hardware, software and services to Century Link customers. Century Link will purchase GZMC services for their customers. GZMC also has exclusive reseller agreements for their hardware and services with Spain and Mexico. These agreements have been extended while GZMC has developed its technologies.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS (continued)**

Going Concern

These unaudited consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2019, the Company had a working capital deficit of \$837,635 (\$747,570 – December 31, 2018) and an accumulated deficit of \$424,440 (\$350,815– December 31, 2018) The Company currently has a factoring line in place to allow for the factoring of sales orders up to \$200,000. The continuation of the Company as a going concern is dependent upon the continued financial support from its sole officer and director and controlling stockholder, the ability to raise equity and/or debt financing, and the attainment of profitable operations from the Company's future business. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

The financial statements reflect all adjustments consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair presentation of the results for the periods shown. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Financial Statement Presentation:* While the Company is not yet fully reporting, the accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission including the instructions to Form 10-Q and Regulation S-X. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), have been condensed or omitted from these statements pursuant to such rules and regulations and, accordingly, they do not include all the information and notes necessary for comprehensive financial statements and should be read in conjunction with our unaudited financial statements included in our Annual Information and Disclosure Document for the year ended December 31, 2018 as filed with OTCMarkets on May 15, 2019.

In the opinion of the management of the Company, all adjustments, which are of a normal recurring nature, necessary for a fair statement of the results for the three-month periods have been made. Results for the interim period presented are not necessarily indicative of the results that might be expected for the entire fiscal year.

Principals of Consolidation

The unaudited consolidated financial statements include the accounts of Green Zebra International Corp. and its 51% controlled subsidiary, GZMC. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to long-lived assets and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Cash and cash equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of purchase to be cash equivalents. As of March 31, 2019, and December 31, 2018, respectively, the Company had cash, but no cash equivalents.

Property and Equipment

Property and equipment are recorded at cost. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to five year estimated useful lives of the assets.

Revenue Recognition

Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers, which replaces numerous requirements in U.S. GAAP, including industry specific requirements, and provides a single revenue recognition model for contracts with customers. The core principle of the new standard is that a company should record revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Further under ASC 606, the Company recognizes revenue from licensing agreements and service based contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured.

We earn revenue from both digital marketing and the sale of WiFi and communication solutions to customers around the world. Revenue is earned from sales of our WiFi media platform and our WiFi monetization hardware (GZ Media hub) embedded with GZ software to create monetization and communication solutions for our customers. Our sales can consist of any one or a combination of items required by our customer including hardware, technology platforms and related support. We also enter into licensing contracts which provide for revenue based on licensing fees and revenue sharing with our licensees.

As we expand, we expect a large portion of our revenue from our digital communication solutions to be derived from service-based contracts where we expect to recognize a significant portion of our contracts over time, as there is a continuous delivery of services to the customer over the contractual period of performance. These contracts may or may not include fixed payments for services over time and/or commission-based fees.

Direct costs are expected to include materials, labor and overhead to be charged to work-in-progress (including our contracts-in-progress) inventory or cost of sales. Indirect costs relating to long-term contracts, are expected to include expenses such as general and administrative charges, and other costs will be charged to expense as incurred and will not be included in our work-in-process (including our contracts-in-progress) inventory or cost of sales. Total estimates are expected to be reviewed and revised periodically throughout the lives of the contracts, and adjustments to profits resulting from such revisions are made cumulative to the date of the change. Estimated losses on long-term contracts are recorded in the period in which the losses become evident. If we do not accurately estimate the total sales, related costs and progress towards completion on our long-term contracts, the estimated gross margins may be significantly impacted, or losses may need to be recognized in future periods. Any such resulting changes in margins or contract losses could be material to our results of operations and financial condition.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Revenue Recognition (continued)

In addition, certain of our contracts will include termination for convenience or non-performance clauses that provide the customer with the right to terminate the contract. Such terminations could impact the assumptions regarding total contract revenues and expenses utilized in recognizing profit under those contracts where we apply the percentage-of-completion method of accounting. Changes to these assumptions could materially impact our results of operations and financial condition. As we fully implement our business model, our inability to perform on our long-term contracts could materially impact our results of operations and financial condition.

Allowance for Doubtful Accounts

The Company records an allowance for doubtful accounts for estimated losses on the aging method. All outstanding accounts receivable are grouped by age, and specific periods are applied to each group. The aggregate of all groups results is the estimated uncollectible accounts receivable. The Company writes off accounts' receivable balances of customers at the earlier of the time the balances were deemed uncollectible, or at a rate of 25% per fiscal year, if the collection is still considered viable. Bad debt expense is recorded as a general and administrative expense in the income statement.

Research and development costs

We charge research and development costs to operations as incurred, except in those cases in which such costs are reimbursable under customer funded contracts. These amounts are not reflected in the reported research and development expenses in each of the respective periods but are included in net sales with the related costs included in cost of sales in each of the respective periods.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

The following table sets forth the number of dilutive shares as of March 31, 2019 and December 31, 2018:

	March 31, 2019	December 31, 2018
Series A Preferred Shares	50,000,000	50,000,000

Recently issued accounting pronouncements

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3: REVERSE ACQUISITION**

On November 19, 2018, the Company acquired a 51% controlling interest in GZMC a company engaged in the provision of innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. GZMC services include investment sponsorship programs to assist monetization solutions for Cities, Sport Stadiums, Airports, College Campuses, and businesses that are preparing and implementing smart solutions to connect user communities. GZMC at the time of the acquisition was 100% controlled by our sole officer and director, Mr. Coleman Smith. As consideration for the transaction the Company issued 5,000,000 shares of Series A Preferred Stock and 1 share of Series B Preferred Stock. The Company obtained an independent valuation of the stock issued in respect of the aforementioned transaction.

For accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. The accounting for the transaction is identical to that resulting from a reverse acquisition, except that goodwill or other intangibles are not recognized. The net assets acquired from this transaction total (\$92,928).

The following table sets forth the net assets as of November 19, 2018:

Cash	\$	25
Accounts payable		(59,042)
Related party payable		(33,911)
Net assets	\$	<u>(92,928)</u>

**NOTE 4: PROPERTY AND EQUIPMENT**

Property and equipment, net consists of the following:

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
Office equipment	\$ 12,786	\$ 12,786
Less: accumulated depreciation and amortization	(10,526)	(9,799)
Total property and equipment, net	<u>\$ 2,260</u>	<u>\$ 2,987</u>

Depreciation expense amounted to \$727 for the three months ended March 31, 2019 and 2018, respectively.

**NOTE 5: PREPAID EXPENSES**

On January 31, 2017, GZMC entered into a white label reseller agreement with Purple Wifi Limited, a company based in the UK that provides a hosted software solution as a Wifi hotspot platform for use on a company's Wifi hardware and also provides customer analytics services and marketing opportunities along with ancillary support services. The reseller agreement has a term of three years. Under the terms of the agreement GZMC was required to pay a fee of \$52,000 of which a total of \$6,450 was credited back to GZMC. The total amount expended under the reseller agreement has been recorded as Prepaid expenses on the Company's Balance Sheets and is amortized over the term of the agreement on a three-year straight line basis as part of costs of goods sold.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6: LICENSING AGREEMENTS AND DEFERRED INCOME**

The Company has executed two exclusive licensing agreements granting the licensees the exclusive rights to sell the Company's products and services in their respective jurisdictions for a period of 5 years from the date of execution. The territories include the countries of Spain and Mexico. The licensing fee for each of the territories is \$250,000, which amount is payable by way of an upfront license fee followed by instalment payments until paid in full. In some cases amounts payable for the licensing fees will be paid by way of revenue generated from the contracts signed by licensees until paid in full, at which time the parties will agree to revenue sharing.

Spanish Territory

We executed a license agreement for the country of Spain in fiscal 2016 and the Company received an initial deposit of \$25,000 against the total licensing fee payable. This amount has been recorded on the Company's balance sheets as deferred income. The Company has not recorded the remaining balance due under the terms of the agreement of \$225,000 as the parties have verbally agreed to extend the start date of the agreement to concur is currently negotiating the terms of an amended licensing agreement and expects to execute this amended agreement before June 30, 2019. The amendment is expected to include terms for the payment of the remaining licensing fee, as well as revenue sharing between the parties.

Mexican Territory

We negotiated a license agreement for the country of Mexico in fiscal 2017 and the Company received a non-refundable payment of \$100,000 of the total \$250,000 license fee concurrently. Subsequently, the parties agreed to renegotiate terms for the remittance of the remaining balance of the license payment and expects to record the remaining \$150,000 amount receivable upon execution of the amended contract. The licensee for Mexico has commenced limited sales under the current agreement and is receiving a reduced commission on sales under the license until such time as the amended agreement is executed, including payment terms for the license fees, which is expected to take place prior to June 30, 2019.

**NOTE 7: SHORT TERM LOANS AND ADVANCES PAYABLE**

*Short term loan:*

On January 5, 2018, the Company entered into a loan agreement with National Funding Inc. whereby the Company acquired funding in the net amount of in the amount of \$20,625. The terms of the loan called for the Company to pay an origination fee of \$412 and to repay the amount of \$26,400 by way of 176 daily payments of \$150. As of March 31, 2019, there was an outstanding amount of \$3,767 due and payable on the loan. The Company and National Funding Inc. are negotiating a settlement amount on the loan.

*Advances Payable*

During the three months ended March 31, 2019, the Company received \$50,000 from an unrelated third party. Proceeds were for shortfalls in operational expenses. There are no specific terms of repayment. The amount is reflected on the balance sheet as Advances Payable.

**NOTE 8: RELATED PARTY TRANSACTIONS**

**Terrence Flowers –**

On March 31, 2017, Mr. Terrance Flowers advanced a total of \$10,235 in respect of the reinstatement of the Company.

On April 11, 2017, Mr. Flowers advanced a further \$5,000 to the Company for ongoing operational expenses. On May 19, 2017, the Company agreed to issue 500,000,000 shares of the Company's common stock to Mr. Flowers in consideration for the \$5,000. Concurrently, Mr. Flowers became the controlling shareholder of the Company holding 53% of the total issued and outstanding shares.

On December 31, 2017, Mr. Flowers advanced a further \$875 to the Company for filing fees.

As at March 31, 2019 and December 31, 2018, a total of \$11,110 was payable to Mr. Flowers. Mr. Flowers ceased to be a shareholder, officer and director on July 9, 2018. The amount is reflected on the March 31, 2019 balance sheet in related party payables on the balance sheet.

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8: RELATED PARTY TRANSACTIONS (continued)**

**Coleman Smith –**

On April 29, 2014, our 51% controlled subsidiary, GZMC, entered into a management and consulting agreement with Mr. Coleman Smith, the sole officer and director of GZMC and the Company whereby GZMC was required to pay an annual salary of \$120,000 to Mr. Smith. During the three months ended March 31, 2019 the Company accrued \$30,000 for the services provided by Mr. Smith. During the three months ended March 31, 2019, Mr. Smith received payments of \$1,279 against his outstanding fees. As at March 31, 2019, the Company owed a total of \$589,720 (December 31, 2018 - \$559,999) to Mr. Smith pursuant to this management and consulting agreement.

On July 9, 2018, Mr. Coleman Smith was appointed to the Board of Directors of the Company and as President, Secretary and Treasurer of the Company. Concurrently, in a private transaction, Mr. Smith acquired 500,000,000 shares of the Company's common stock from Mr. Flowers for total consideration of \$15,000 and became the Company's controlling shareholder.

During the fiscal year ended December 31, 2018, the Company received advances totaling \$878 from Mr. Smith. During the three months ended March 31, 2019, of the Company reversed a payable in the amount of \$400 from related party advances due to Mr. Smith. As of March 31, 2019, Mr. Smith was owed \$478 (December 31, 2018 - \$878).

As a March 31, 2019 Mr. Smith was owed a total of \$590,198 (December 31, 2018 – \$560,877) which is reflected on the balance sheet under Related party payables.

**Green Zebra Media Corp. (“GZMC”) -**

On July 9, 2018, the Company executed a management and consulting agreement with GZMC for the provision of corporate structure and advisory services, marketing, management and operational services in an amount up to \$30,000. Mr. Coleman Smith, the sole director and officer of the Company is the sole shareholder of GZMC. Subsequently GZMC become a 51% controlled subsidiary of the Company and any intercorporate transactions have been eliminated.

**ELOC Holdings Corp. -**

At the commencement of the fiscal year ended December 31, 2018, GZMC owed \$66,820 to ELOC Holdings, Corp, a company of which Coleman Smith is the sole officer and director. As at March 31, 2019, ELOC Holdings Corp was owed a total of \$66,820 from GZMC.

On July 10, 2018, the Company executed a consulting agreement with ELOC Holdings Corp. whereby ELOC will provide the services of Coleman Smith for a fee of \$10,000 per month. Mr. Smith is the sole officer, director and shareholder of ELOC and of the Company. During the three months ended March 31, 2019, ELOC accrued another \$30,000 under the agreement and was paid a total of \$5,000 against the fees owing. As at March 31, 2019, the Company owed a total of \$75,000 (December 31, 2018 – \$50,000) to ELOC under the consulting agreement.

During the three months ended March 31, 2019, the Company received a total of \$358 (December 31, 2018-\$25,380) as advances from ELOC.

As at March 31, 2019, ELOC was owed a total of \$167,558 (December 31, 2018 - \$142,200) which is reflected on the balance sheets as “Related party payables”.



**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 9: CAPITAL STOCK**

On October 4, 2018, the Company filed amended and restated articles of incorporation to increase the number of shares of Common Stock to 1,100,000,000 with a par value of \$0.001 and to designate 10,000,000 shares of Series A Preferred Stock, par value \$0.004 and 1 share of Series B Preferred Stock, par value \$.001. The shares of Series A Preferred Stock are convertible into shares of Common Stock on the basis of 10 shares of Common Stock for every 1 share of Series A Preferred Stock and have voting rights of one vote for each share of Series A Preferred Stock held. The Series B Preferred Stock is not convertible but has voting rights granting the holder 51% of all votes (including common and preferred stock) entitled to vote at any meeting of the stockholders of the Company. Neither the Series A or Series B Preferred Stock holders have any rights to dividends or proceeds of the assets of the Company upon any liquidation or winding up of the Company.

The total number of authorized shares of common stock that may be issued by the Company is 1,100,000,000 shares with a par value of \$0.001.

*Common stock issued during the three months ended March 31, 2019:*

There were no shares of common stock issued during the three months ended March 31, 2019.

*Common stock issued during the fiscal year ended December 31, 2018:*

There were no shares of common stock issued during the fiscal year ended December 31, 2018.

As of March 31, 2019, and December 31, 2018, there were 939,772,670 shares of common stock issued and outstanding.

***Series A Preferred Stock***

The total number of Series A Preferred stock that may be issued by the Company is 10,000,000 shares with a par value of \$0.004.

*Series A Preferred Stock issued during the three months ended March 31, 2019:*

There were no shares of Series A Preferred Stock issued during the three months ended March 31, 2019.

*Series A Preferred Stock issued during the fiscal year ended December 31, 2018:*

On November 19, 2018, the Company issued a total of 5,000,000 shares of Series A Preferred Stock to Coleman Smith, our sole director and officer, as partial consideration in exchange for 51% of the outstanding shares of GZMC.

On March 31, 2019 and December 31, 2018, there are a total of 5,000,000 shares of Series A Preferred Stock issued and outstanding.

***Series B Preferred Stock***

The total number of Series B Preferred Stock that may be issued by the Company is 1 share with a par value of \$0.001.

*Series B Preferred Stock issued during the three months ended March 31, 2019:*

There were no shares of Series B Preferred Stock issued during the three months ended March 31, 2019.

*Series B Preferred Stock issued during the fiscal year ended December 31, 2018:*

On November 19, 2018, the Company issued a total of 1 share of Series B Preferred Stock to Coleman Smith, our sole director and officer, as partial consideration in exchange for 51% of the outstanding shares of GZMC.

On March 31, 2019 and December 31, 2018 there is 1 share of Series B Preferred stock issued and outstanding (December 31, 2017 – nil).

**GREEN ZEBRA INTERNATIONAL CORP.**  
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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 10: SUBSEQUENT EVENTS**

On May 9, 2019, effective March 13, 2019, the Company executed an advertising revenue share agreement (the “Agreement”) with a company providing wireless internet access to guests at various airports. Under the Agreement, the Company has the non-exclusive right to sell advertising for display on the service provider’s portal. The Agreement provides for revenue sharing of advertising sold by the Company and displayed by the service provider of 70% to the service provider and 30% to the Company until gross revenues reach \$100,000 at which time the split shall be 65% to the service provider and 35% to the Company. The contract is for a one-year term and renews monthly thereafter until cancelled. The Company is currently in negotiations with several advertisers for their advertising. The Company’s sponsor and advertising relationships will be managed, maintained and retained by the Company at all times during and after the terms of the agreement. The Company will provide the required creative formats as recommended by the service provider’s wireless for wifi sponsor ad placements through the airport wifi networks.

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.